

CAPITAL CONNECTION, INC.

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277229

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Inland Coast Kubota

elm

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-10/01/99-01056-002
*****78.75 *****78.75

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

C. COULLETTE OCT 01 1999

Signature _____

Requested by: LS 10/1 9:36
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

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OCT - 1 PM 12:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

TREASURE COAST KUBOTA, INC., a Florida corporation, P9800001796

INTO

PIPPIN TRACTOR AND EQUIPMENT INC, a Florida entity, 277229

File date: October 1, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

TREASURE COAST KUBOTA, INC., a Florida corporation, and PIPPIN TRACTOR AND EQUIPMENT, INC., a Florida corporation, have adopted a plan of Merger.

1. The Plan of Merger has been duly adopted.
2. The effective date of the Merger is October 1, 1999.
3. Shareholder approval for both corporations was obtained on September 21, 1999.
4. The Shareholder adopted the Plan of Merger on September 21, 1999.

5. Pippin Tractor and Equipment, Inc., is deemed to be the surviving corporation. The Articles of Incorporation for Treasure Coast Kubota, Inc., a Florida corporation are hereby amended to provide said corporation shall no longer exist.

Treasure Coast Kubota Inc.,
a Florida corporation

By James R. Mehaffey
James R. Mehaffey, its President

and Joseph R. Harvey III
Joseph R. Harvey III, its Secretary

Pippin Tractor and Equipment Inc.,
a Florida corporation

By Joseph R. Harvey III
Joseph R. Harvey III, its President

and Tracy Hysell
Tracy Hysell, its Secretary

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TALLAHASSEE, FLORIDA

(CORP. SEAL)

(CORP. SEAL)

**PLAN OF MERGER
TREASURE COAST KUBOTA, INC.
AND
PIPPIN TRACTOR AND EQUIPMENT, INC.**

TREASURE COAST KUBOTA, INC., a Florida corporation, and PIPPIN TRACTOR AND EQUIPMENT, INC., a Florida corporation, hereby adopt the following Plan of Merger pursuant to §607.1101, Florida Statutes.

1. Name of each corporation planning to merge is:

A. TREASURE COAST KUBOTA, INC.

B. PIPPIN TRACTOR AND EQUIPMENT, INC.

2. Name of surviving corporation is:

PIPPIN TRACTOR AND EQUIPMENT, INC.

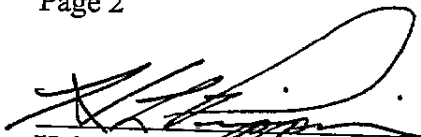
3. The terms and conditions of the merger are that all assets of TREASURE COAST KUBOTA, INC., shall be transferred to PIPPIN TRACTOR AND EQUIPMENT, INC., which shall also be responsible for all indebtedness owing by TREASURE COAST KUBOTA, INC.

4. The manner and basis of converting the shares of each corporation is that for each share in TREASURE COAST KUBOTA, INC., the shareholder shall be entitled to receive one share in PIPPIN TRACTOR AND EQUIPMENT, INC., which shares shall be converted as of October 1, 1999.

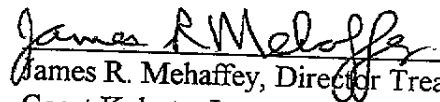
5. There are no rights of converting shares of either corporation.

6. The effective date of the merger is October 1, 1999.


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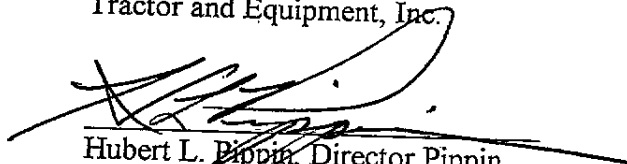
Hubert L. Pippin, Chairman of the Board
of Alsay, Inc., sole shareholder of Pippin
Tractor and Equipment, Inc., and
Treasure Coast Kubota, Inc.



James R. Mehaffey, Director Treasure
Coast Kubota, Inc.



Joseph R. Harvey III, Director Treasure
Coast Kubota, Inc., Director Pippin
Tractor and Equipment, Inc.



Hubert L. Pippin, Director Pippin
Tractor and Equipment, Inc.